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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

**FLORIDA PROFIT CORPORATION OR P.A.**

**GEMI CONSTRUCTION, CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

OF

GEMI CONSTRUCTION, CORP.

ARTICLE I - NAME

The name of this corporation is:

GEMI CONSTRUCTION, CORP.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE(S)

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the States of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue is FIVE HUNDRED SHARES ( 500 ) at 1.00 DOLLAR Par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect Prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation is:

712 NW 133 AVENUE  
MIAMI, FL, 33182

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent of this corporation is:

JUANA POVEDA

and the street address of the initial registered agent is:

712 NW 133 AVENUE  
MIAMI, FL, 33182

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have One Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one ( 1 ).

ARTICLE IX - INCORPORATORS

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is (are) :

<u>NAME</u>		<u>ADDRESS</u>
Juana Poveda	100% Shares	712 NW 133 Avenue Miami, FL, 33182

ARTICLE X - BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-laws adopted by the Board of Director may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XII - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

10 Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation 3 days of January, 2003

  
\_\_\_\_\_  
JUANA NOVEDA, President, Secretary and  
Treasurer.

FILED  
03 JAN -6 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First— That GEMI CONSTRUCTION, CORP.  
desiring to organize under the laws of the State of Florida with its principal office,  
as indicated in the articles of Incorporation at City of Miami, County of Dade,  
State of Florida has named JUANA POVEDA  
located at 712 NW 133 AVENUE, MIAMI, FLORIDA  
County of DADE, State of Florida, as its agent to accept services  
of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation,  
at place designated in this certificate. I hereby accept to act in this capacity, and  
agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JUANA POVEDA, President